

KAUFMAN & KAHN, LLP
Mark S. Kaufman
(Email: kaufman@kaufmankahn.com)
747 Third Avenue, 32nd Floor
New York, NY 10017
Tel.: (212) 293-5556

U.S. DISTRICT COURT OF NEW YORK
EASTERN DISTRICT OF NEW YORK

FILED
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U.S. DISTRICT COURT E.D.N.Y.

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LONG ISLAND OFFICE

CV - 13 6482

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CLOUD B, INC.,

Plaintiff,

-- against --

GADGETS & GIZMOS, INC.; GADGETS, INC.; and
EDDIE DAVIS,

Defendants.

:
Case No. _____

:
COMPLAINT

:
SPATT, J.

:
LINDSAY, M.
x

Plaintiff, CLOUD B, INC. (hereinafter "plaintiff" or "Cloud B"), by their attorneys, for their complaint against GADGETS & GIZMOS, INC. (hereinafter "G&G"), GADGETS, INC. and EDDIE DAVIS ("Davis" and, with G&G and Gadgets, Inc., "Defendants"), allege as follows:

NATURE OF THE ACTION

1. This is an action for copyright infringement in violation of the copyright laws of the United States, namely, 17 U.S.C. § 501; infringement of federally registered trademarks and federal unfair competition, in violation of the Lanham Act, 15 U.S.C. §§ 1114, 1115, 1116, 1117, 1118, 1124 and 1125; trademark infringement and unfair competition under the common law of the State of New York; and for violation of Section 360-1 of the New York General Business Law. Plaintiff brings this action based on defendant's unauthorized sale and distribution of toys

featuring plaintiff's TWILIGHT TURTLE copyrighted 2-dimensional and 3-dimensional works and trademarks. Plaintiff seeks preliminary and permanent injunctive relief, compensatory, statutory, and punitive damages, and recovery of their reasonable costs and attorneys' fees.

THE PARTIES

2. Plaintiff, Cloud B, Inc., is a California corporation, having its principal office and place of business at 150 W. Walnut Street, Suite 100, Gardena, California 90248.

3. Upon information and belief, defendant G&G is a New York corporation, having a place of business and doing business in the State of New York and in this judicial district, with its registered agent located c/o Brian Golub, CPA, 2 Roosevelt Avenue, Port Jefferson, New York 11776.

4. Upon information and belief, defendant Gadgets, Inc., is a foreign entity not authorized to do business in New York State.

5. Upon information and belief, defendant Gadgets, Inc., has offices located at 41-33 Mercedes Way, Edgewood, New York 11717.

6. Upon information and belief, G&G operates a retail store located at 482 Broadway Mall, Hicksville, New York 11801 (the "Hicksville Store").

7. Upon information and belief, G&G operates a retail store located at Roosevelt Field Mall, 630 Old Country Road, Garden City, NY 11530 (the "Garden City Store").

8. Upon information and belief, at all relevant times, defendant Davis was and is the Chief Executive Officer of defendant G&G and resides at 5 Sweet Gum Court, Dix Hills, New York 11746.

9. Upon information and belief, at all relevant times, defendant Davis was and is the majority shareholder of defendant G&G.

10. Upon information and belief, at all relevant times, defendant Davis directly profited and profits from the conduct alleged herein.

11. Upon information and belief, at all relevant times, Davis was and is a moving, active and conscious force behind defendant G&G's trademark and copyright infringement.

JURISDICTION AND VENUE

12. This Court has original jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §§ 1331 and 1338(a) and (b) and 15 U.S.C. § 1121. This Court has supplemental jurisdiction over plaintiff's state law claims pursuant to 28 U.S.C. § 1367.

13. This Court has personal jurisdiction over defendant on the grounds that, among other things, defendants are citizens of or reside in New York and, upon information and belief, for the additional reason that defendants engaged in wrongful acts of infringement in New York.

14. Venue is proper in this district pursuant to 28 U.S.C. § 1391 (b) and (c) and 1400(a) because defendants maintain offices or reside in this district and a substantial part of the events or omissions giving rise to the claims occurred in this district.

FACTS COMMON TO ALL COUNTS

A. Plaintiff's Ownership of the TWILIGHT TURTLE 2-dimensional and 3-dimensional works and TWILIGHT TURTLE Marks

15. Prior to the acts of defendants alleged herein, Cloud B and its predecessors adopted, used and have continuously used more than two dozen trademarks on and in connection with the manufacture and sale in intrastate, interstate and foreign commerce of a range of electronic toys, including the following (the "TWILIGHT TURTLE Marks"):

<u>TRADEMARK</u>	<u>REGISTRA- TION DATE</u>	<u>REGISTRA- TION NO.</u>	<u>SERIAL NO.</u>	<u>DATE OF FIRST USE IN COMMERCE</u>	<u>GOODS/SERVICES</u>
TRANQUIL TURTLE	October 11, 2011	4039700	85158497	February 1, 2011	Soft sculpture toy

TWILIGHT SEA TURTLE	October 9, 2012	4221512	85551491	June 1, 2008	Soft sculpture toy
TWILIGHT TURTLE	May 23, 2006	3096834	78548748	March 16, 2005	Soft sculpture toy
TWILIGHT TURTLE & FRIENDS	September 13, 2011	4026733	77913956	October 28, 2009	Electronic learning toys; Plush toys

16. Cloud B also has continuously used and now is using the above trademarks for the goods set forth above, throughout the United States, including in the State of New York and this judicial district, since at least as early as the “Dates of First Use” set forth above.

17. In addition, since 2002, Cloud B has advertised for sale and sold its CLOUD B goods on its Internet website located at www.CloudB.com.

18. Cloud B owns several other trademark registrations and pending trademark applications for dozens of other trademarks, in connection with a variety of toys, electronics and accessories for children

19. Cloud B’s TWILIGHT TURTLE Marks are inherently distinctive and/or have acquired distinctiveness through secondary meaning by virtue of the use thereof throughout the United States, which has made it well-known to the trade and members of the purchasing public, and the trade and public have come to associate and identify the TWILIGHT TURTLE Marks with Cloud B.

20. As a result of its advertising, promotion and sales of merchandise bearing the TWILIGHT TURTLE Marks, and because of the superior quality of Cloud B’s merchandise, the TWILIGHT TURTLE Marks have acquired goodwill of inestimable value.

21. Cloud B created and developed a TWILIGHT TURTLE toy (the “TWILIGHT TURTLE Toy”), and owns a U.S. copyright registration for the TWILIGHT TURTLE Toy,

Certificate of Registration No. VA 1-836-814, dated September 17, 2012.

22. Cloud B created and developed a guide to the “constellations” projected by the toy (the “TWILIGHT TURTLE Star Guide”) and owns a U.S. copyright registration for the TWILIGHT TURTLE Star Guide, Certificate of Registration No. VA 1-836-809, dated August 15, 2012.

23. Cloud B created and developed a storybook (the “TWILIGHT TURTLE Storybook”) and owns a U.S. copyright registration for the TWILIGHT TURTLE Storybook, Certificate of Registration No. VA 1-836-815, dated August 10, 2012.

24. Cloud B’s TWILIGHT TURTLE Design, TWILIGHT TURTLE Star Guide and TWILIGHT TURTLE Storybook contain material wholly original with Cloud B and constitute copyrightable subject matter under the Copyright Law of the United States.

25. True and accurate color photocopies of the TWILIGHT TURTLE Toy, TWILIGHT TURTLE Star Guide and TWILIGHT TURTLE Storybook are annexed and made **Exhibit A** hereto.

26. True and accurate copies of the copyright registration certificates of the TWILIGHT TURTLE Toy, TWILIGHT TURTLE Star Guide and TWILIGHT TURTLE Storybook are annexed and made **Exhibit B** hereto.

B. The Unlawful Activities of Defendants

27. Upon information and belief, defendant G&G is a retail seller of toys and electronics.

28. Upon information and belief, defendant Gizmos, Inc. is a retail seller of toys and electronics.

29. G&G was an authorized distributor of Cloud B toys.

30. Defendant Davis entered into the distribution arrangement with Cloud B on behalf of G&G.

31. In or about June 2013, Cloud B terminated its relationship with G&G because G&G had violated its obligations under its distributorship arrangement with Cloud B.

32. Upon information and belief, after termination of its arrangement with Cloud B, defendants sold genuine Cloud B products on G&G's website, www.shopgadgetsandgizmos.com (the "Website"), and through G&G's retail stores.

33. Upon information and belief, without plaintiff's authorization, consent or knowledge and without any remuneration to plaintiff, also obtained, sold, advertised, and distributed toys through its stores and its website, which toys featured the trademarks "VIBE Starlight Turtle" and "Starlight Turtle".

34. "VIBE Starlight Turtle" and "Starlight Turtle" confusingly similar to TWILIGHT TURTLE.

35. The toys sold in connection with such trademarks are substantially similar in appearance to the TWILIGHT TURTLE Toy (the "Infringing Toys"), and are enclosed with booklets (the "Infringing Booklets") that depict the constellations purportedly beamed onto the ceilings by the Infringing Toys.

36. The "VIBE Starlight Turtle" and "Starlight Turtle" trademarks are confusingly similar to plaintiffs' TWILIGHT TURTLE Trademark.

37. The Infringing Toys are identical or nearly identical in design to the TWILIGHT TURTLE Toys.

38. The Infringing Booklets are substantially similar to the TWILIGHT TURTLE Star Guide and TWILIGHT TURTLE Storybook.

39. Upon information and belief, defendants are manufacturing, importing, distributing, advertising and selling, or causing to be manufactured, imported, distributed, advertised and sold, the Infringing Toys and Infringing Booklets.

40. On information and belief, defendants commenced offering the Infringing Goods for sale to retailers and to the general public after Cloud B created and obtained U.S. copyright registrations for the TWILIGHT TURTLE Toy, TWILIGHT TURTLE Star Guide, and TWILIGHT TURTLE Storybook.

41. All of defendants' acts as set forth herein were performed without the permission, license or authority of Cloud B.

42. As a result of defendants' acts of unfair competition, trademark and copyright infringement, Cloud B has suffered damages and lost gains, profits and advantages, all of which Cloud B is currently unable to ascertain.

COUNT I:
FEDERAL COPYRIGHT INFRINGEMENT (17 U.S.C. § 101. et seq.)

43. Plaintiff repeats and incorporates herein by reference each and every allegation contained in paragraphs 1 through 43 of this Complaint with the same force and effect as if set forth herein.

44. The TWILIGHT TURTLE Toy, TWILIGHT TURTLE Star Guide, and TWILIGHT TURTLE Storybook are original works of visual art and text containing copyrightable subject matter for which copyright protection exists under the Copyright Act, 17 U.S.C. § 101, *et seq.* Cloud B is the exclusive owner of rights under copyright in and to the TWILIGHT TURTLE Toy, TWILIGHT TURTLE Star Guide, and TWILIGHT TURTLE Storybook and owns valid federal copyright registrations for them. See Ex. B.

45. Defendants manufactured, imported, distributed, advertised and sold the

Infringing Toys, or caused to be manufactured, imported, distributed, advertised and sold the Infringing Toys, that are substantially similar to the TWILIGHT TURTLE Toy and contain the Infringing Booklets that are substantially similar to the TWILIGHT TURTLE Star Guide and TWILIGHT TURTLE Storybook without authority or consent from Cloud B, as alleged above, thereby infringing Cloud B's exclusive rights under copyright in violation of Section 501 of the Copyright Act, 17 U.S.C. § 501.

46. The Infringing Toys and Infringing Booklets are substantially similar, if not identical, to the copyrighted TWILIGHT TURTLE Toy and TWILIGHT TURTLE Star Guide and TWILIGHT TURTLE Storybook.

47. Defendants' acts constitute copyright infringement in violation of the exclusive rights of Cloud B under Section 106 of the Copyright Act, 17 U.S.C. § 106.

48. Defendants' infringement of Cloud B's rights under copyright is knowing and willful, has caused damages to Cloud B and enabled defendants to profit illegally therefrom.

49. Defendants' conduct has caused and will continue to cause irreparable injury to Cloud B unless enjoined by this Court. Cloud B has no adequate remedy at law.

**COUNT II:
FEDERAL UNFAIR COMPETITION (15 U.S.C. § 1125(a))**

50. Plaintiff repeats and incorporates herein by reference each and every allegation contained in paragraphs 1 through 49 of this Complaint with the same force and effect as if set forth herein.

51. The Infringing Toys and Infringing Booklets sold by Defendants use copies, variations, simulations or colorable imitations of Cloud B's TWILIGHT TURTLE Mark and constitute false designations of origin, false descriptions and representations of goods sold by Defendants and false representations likely to mislead the trade and public into believing that

Defendants' goods are sponsored, endorsed, licensed or authorized by or affiliated or connected with Cloud B.

52. Defendants' acts complained of herein constitute deliberate and willful violations of Section 43(a) of the Lanham Act, 15 U.S.C. § 1125(a).

53. Defendants' acts of false designations of origin, and false descriptions and representations and unfair competition, have caused Cloud B irreparable harm for which it has no adequate remedy at law.

**COUNT III
COMMON LAW TRADEMARK INFRINGEMENT AND UNFAIR COMPETITION**

54. Plaintiff repeats and incorporates herein by reference each and every allegation contained in paragraphs 1 through 53 of this Complaint with the same force and effect as if set forth herein.

55. Defendants' adoption and use of trademarks confusingly similar to the TWILIGHT TURTLE Mark constitutes trademark infringement and unfair competition in violation of the common law of the State of New York.

56. Defendants' activities are designed with the intent to mislead and/or deceive the trade and public into believing that defendants is affiliated with, authorized, endorsed, sponsored and/or sanctioned by Cloud B or is connected or associated in some way with Cloud B, which it is not.

57. The acts and conduct of defendants complained of herein have damaged Cloud B and will, unless restrained, further impair, if not destroy, the value of the TWILIGHT TURTLE Marks and the goodwill associated therewith.

58. Defendants have engaged and continue to engage in this activity knowingly and willfully.

59. Defendants' acts of common law trademark infringement and unfair competition, unless enjoined by this Court, will continue to cause Cloud B to sustain irreparable damage, loss and injury for which Cloud B has no adequate remedy at law.

**COUNT IV:
VIOLATION OF SECTION 360-1 OF THE NEW YORK GENERAL BUSINESS LAW**

60. Plaintiff repeats and incorporates herein by reference each and every allegation contained in paragraphs 1 through 59 of this Complaint with the same force and effect as if set forth herein.

61. Cloud B's TWILIGHT TURTLE Marks are distinctive.

62. Defendants' distribution and sale of the Infringing Goods is likely to dilute the distinctive quality of Cloud B's TWILIGHT TURTLE Mark and has, among other things, reduced the selling power of Cloud B's mark and diminished its ability to serve as a source and product identifier.

63. Defendants' conduct described above constitutes, among other things, trademark dilution in violation of Section 360-L of the New York General Business Law.

64. As a direct and proximate consequence of the Defendants' willful and wanton dilution of Cloud B's mark and misconduct, Cloud B's business reputation and the goodwill associated with the TWILIGHT TURTLE Marks and the favorable associations that consumers and the public make with the mark have been impaired and diminished, and the TWILIGHT TURTLE Marks have been and are likely to be diluted.

65. Defendants' acts have caused Cloud B irreparable harm for which it has no adequate remedy at law.

WHEREFORE, plaintiff prays for the following relief:

1. Defendants, and their respective officers, agents, servants, employees and

attorneys, and those persons in active concert or participation or otherwise in privity with it or them or any of them, be permanently enjoined and restrained from:

(a) Using any aspects or features that incorporate, or are substantially identical or confusingly similar to, Cloud B's TWILIGHT TURTLE Toy, TWILIGHT TURTLE Star Guide, TWILIGHT TURTLE Storybook or TWILIGHT TURTLE Marks, or that are likely to create an erroneous impression that Defendants' merchandise originates from Cloud B, or is authorized, endorsed, sponsored, and/or sanctioned by Cloud B, or is connected or associated in some way with Cloud B and from otherwise infringing Cloud B's rights;

(b) Advertising, distributing, offering for sale, or selling any toys or electronics that bear Cloud B's TWILIGHT TURTLE Toy, TWILIGHT TURTLE Star Guide, TWILIGHT TURTLE Storybook or TWILIGHT TURTLE Marks, or any design, text or trademark that is deceptively similar to Cloud B's TWILIGHT TURTLE Toy, TWILIGHT TURTLE Star Guide, TWILIGHT TURTLE Storybook or TWILIGHT TURTLE Marks so as to be likely to cause confusion, to cause mistake or to deceive persons into the erroneous belief that Defendants' merchandise originates from Cloud B, or is authorized, endorsed, sponsored and/or sanctioned by Cloud B, or is connected or associated in some way with Cloud B and from otherwise infringing Cloud B's rights;

(c) Using, in connection with Defendants' activities, toys or electronics, any false or deceptive designation, representation or description, or from engaging in any act or series of acts, which either alone or in combination constitute deceptive trade practices or unfair methods of competition with Cloud B that would damage or injure Cloud B or give Cloud B an unfair competitive disadvantage in the marketplace, and otherwise interfering with or injuring the business reputation of Cloud B;

(d) Doing any other act or thing likely to result in the mistaken belief that defendants or their merchandise are in any way affiliated or connected with Cloud B; and

(e) Doing any other act or thing likely to cause or attempt to cause injury to Cloud B, or the goodwill associated therewith;

2. Defendants be required to account to Cloud B for all gains, profits and advantages relative to Defendants' infringement of Cloud B's copyrights in the TWILIGHT TURTLE Toy, TWILIGHT TURTLE Star Guide, and TWILIGHT TURTLE Storybook, and to pay to Cloud B either (a) compensatory damages Cloud B has sustained in consequence of such infringement or (b) statutory damages, in the amount of up to \$150,000 per infringement, pursuant to 17 U.S.C. § 504;

3. Defendants be required to account to Cloud B for any and all profits derived by them in connection with infringing the TWILIGHT TURTLE Marks, and for all damages sustained by Cloud B, by reason of Defendants' acts complained of herein, and that such damages be trebled pursuant to Section 35 of the Lanham Act, 15 U.S.C. § 1117;

4. Pursuant to Section 36 of the Lanham Act, 15 U.S.C. § 1118, defendants be required to deliver for destruction all infringing goods, catalogs, prints, labels, packaging, wrappers, receptacles, advertisements, promotional materials, sales literature, contracts, documents, materials, and the like in the possession, custody or control of defendants, which might, if used, violate the injunction sought herein;

5. Defendants be required to recall and deliver to Cloud B for destruction all infringing toys and electronics, catalogs, prints, labels, packaging, wrappers, receptacles, advertisements, promotional materials, sales literature, contracts, documents, materials, and the like, in the possession or under the control of defendants or any of their respective officers,

directors, servants, agents, employees, attorneys or other parties in active concert or participation with it or them or any of them;

6. Cloud B be awarded compensatory damages in an amount to be determined at trial;


7. Cloud B be awarded punitive damages against defendants in an amount to be determined at trial;

8. Cloud B have and recover from defendants Cloud B's reasonable attorneys' fees, costs and disbursements of this civil action, pursuant to Section 35 of the Lanham Act, 15 U.S.C. § 1117 and the Copyright Act, 17 U.S.C. § 505; and

9. Cloud B have such other and further relief as the Court may deem just and proper.

Dated: New York, New York
November 21, 2013

KAUFMAN & KAHN, LLP

By: 

Mark S. Kaufman

Attorneys for Plaintiff, Cloud B, Inc.

747 Third Avenue, 32nd Floor

New York, NY 10017

Tel.: (212) 293-5556

Email: kaufman@kaufmankahn.com

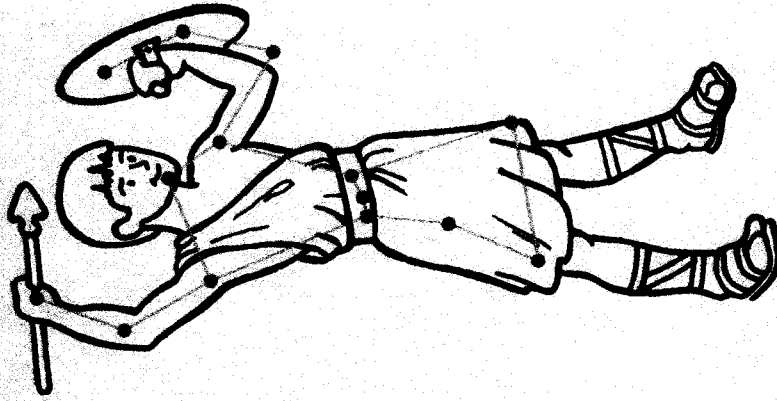
Exhibit A





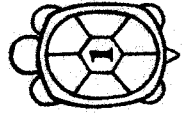






Orion

One of the most recognizable constellations in the northern sky, Orion was named after a mighty Greek hunter. The most famous stars of Orion are the three in the middle of the constellation: the belt. Known as Orion's Belt, these bright stars form a line and are usually easy to find in the night sky.



sleep sheep
& friends

soothing the senses for better sleep

www.twilighttturtle.com

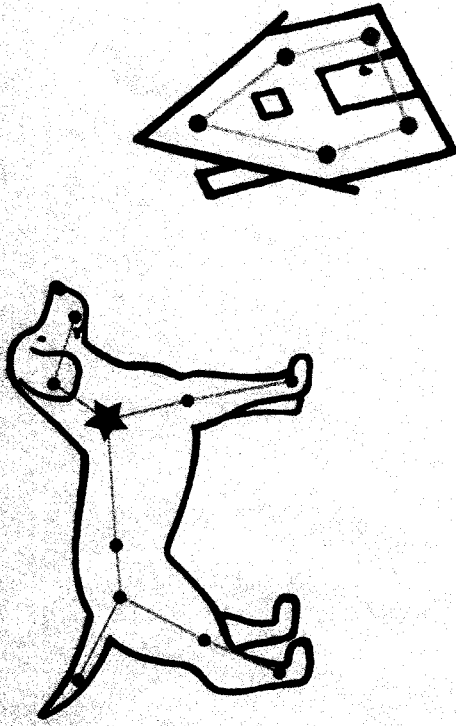
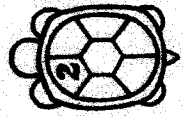


Draco – The Dragon

Draco is made up of a group of stars that wind across the sky like a dragon. One of Draco's stars, Thuban, used to be the North Pole star. However, as time went by and the skies slowly moved, the Little Dipper's Polaris star took over that honor.

The Little Dipper (Ursa Minor)

Because it looks like a spoon or ladle, the Little Dipper is easy to find. At the end of its handle is the star Polaris, which is known throughout the world as the North Pole star.

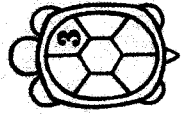


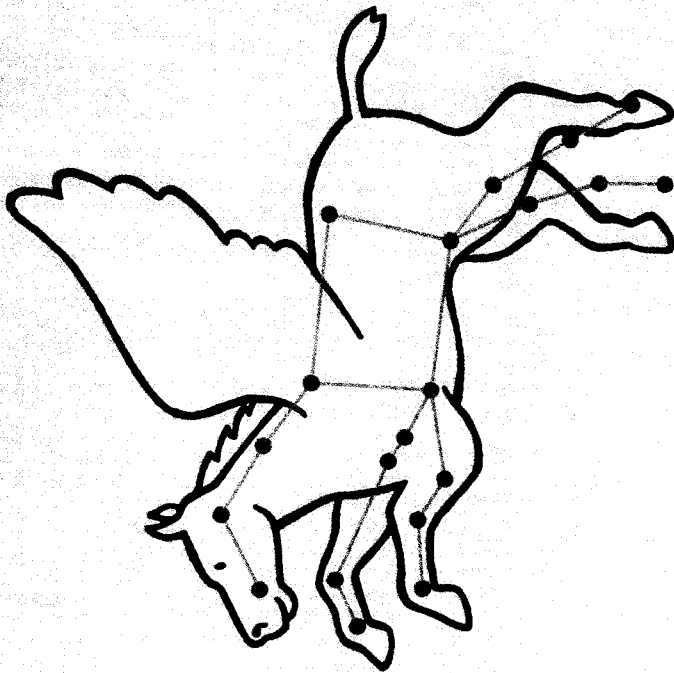
Canis Major – The Greater Dog

Shaped like a faithful dog, Canis Major includes the brightest star in the sky: Sirius. Located at the bottom of the neck, the Sirius star is definitely the brightest dog tag in the universe.

Cepheus

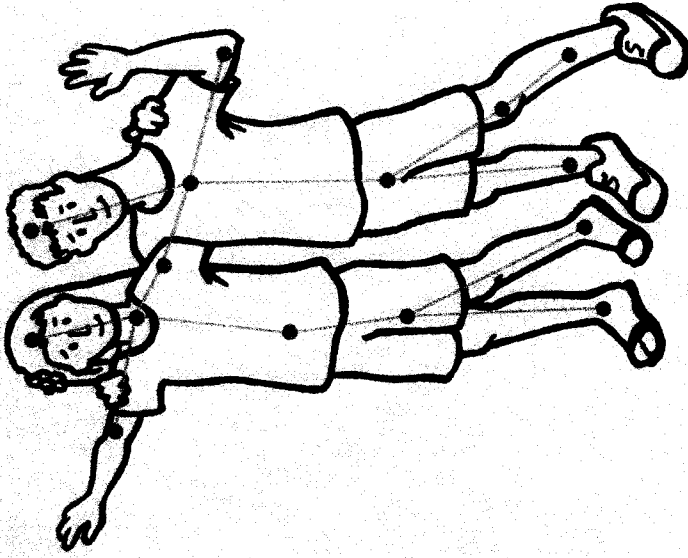
These stars make a shape that resembles a little house with a pointy roof. However, when you see it near Canis Major it looks more like a dog house!





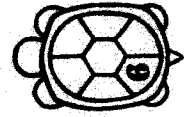
Pegasus – The Winged Horse

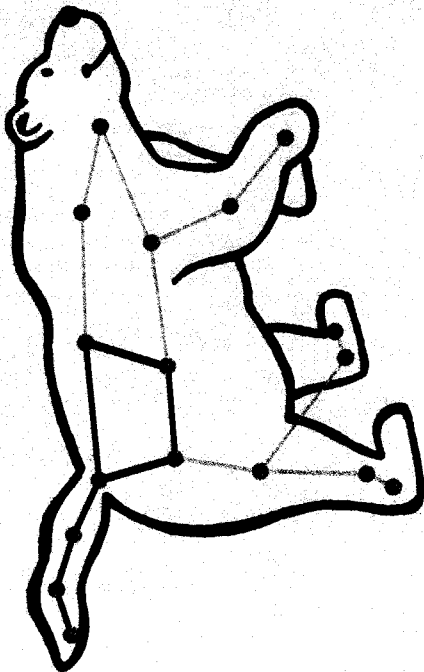
Pegasus is a famous winged horse of ancient times. The best way to find this constellation is to find the 4 stars that form the body of the horse, or a large square known as The Great Square of Pegasus.



Gemini – The Twins

The stars in the Gemini constellation look like two stick figure people standing next to each other. Because the two patterns look so much alike, people call them The Twins.





The Big Dipper

The Great Bear (Ursa Major)

Probably the best known constellation, the stars of Ursa Major make up the Great Bear and the Big Dipper. The Big Dipper is a group of seven bright stars that also form the back and tail of the bear.



TWILIGHT
TURTLE

Star Guide



cloud•b
www.cloud-b.com

Twilight Turtle

Nestled at the bottom of a lazy creek is a beautiful heart shaped pond with golden water lilies, fluffy cattails, and a clear view of the open sky. It was the perfect place for Papa Turtle to teach his new baby all the wisdom that he once learned from his own papa.

Every morning they would follow the lazy creek until the stars came out before heading home. After sunset was Baby Turtle's favorite time because he loved to find shapes and patterns in the stars. Back at the pond, he would continue to

gaze at the stars with his papa 'til he peacefully fell asleep.

Then one rainy day when they were headed back, the lazy creek overflowed and turned into three little streams. The streams went down in three different directions, but to Papa's surprise, Baby Turtle chose the right stream back to the pond.

"How do you know the right way home?" asked Papa Turtle. "We always

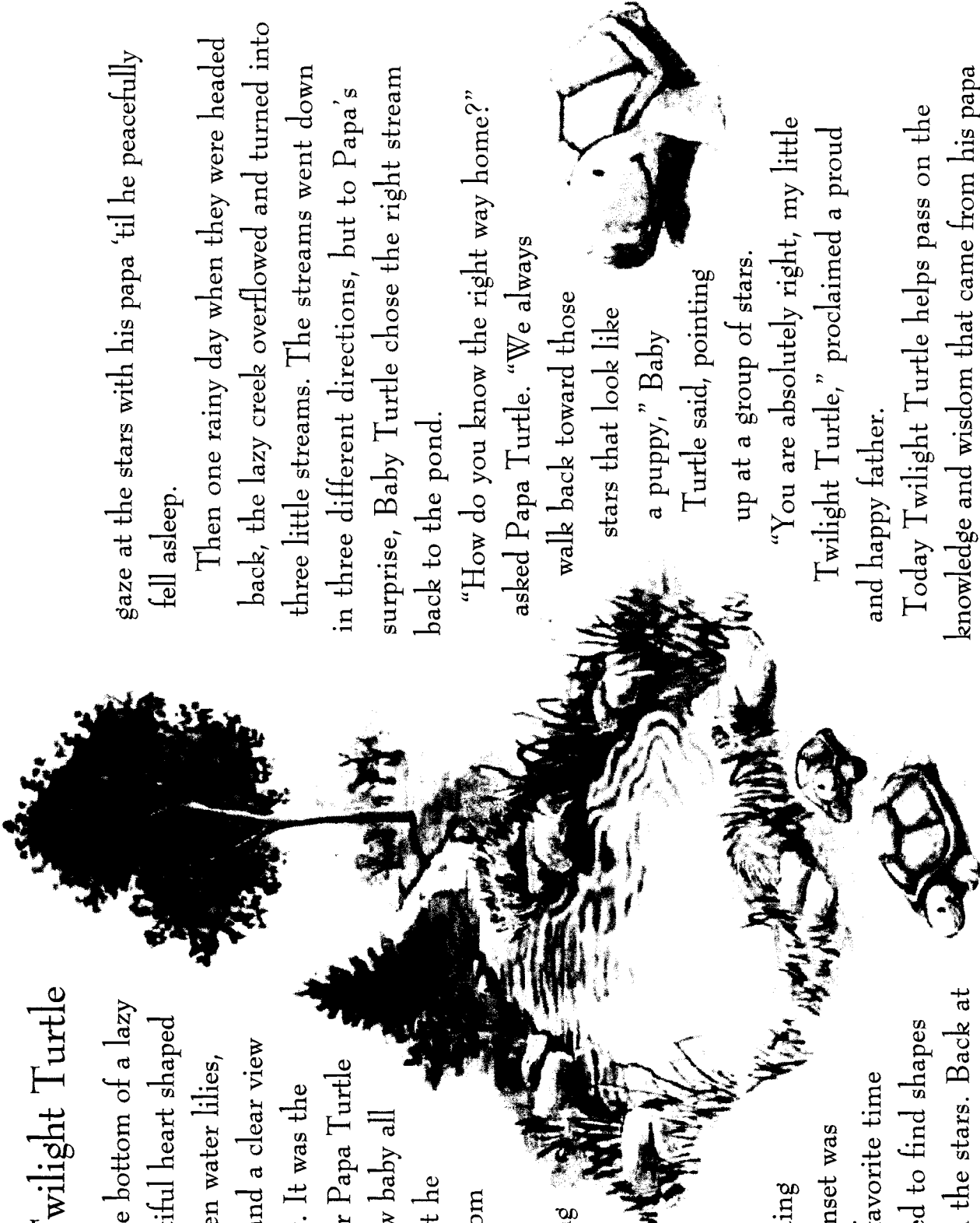
walk back toward those

stars that look like a puppy," Baby

Turtle said, pointing up at a group of stars.

"You are absolutely right, my little Twilight Turtle," proclaimed a proud and happy father.

Today Twilight Turtle helps pass on the knowledge and wisdom that came from his papa and his papa's papa before that.



Twilight Turtle will project from anywhere in your room. However, for ideal star projection, place Twilight on a flat surface near the center of a dark room, 4-6 feet from the ceiling.

On the bottom of the turtle under the Velcro flap is the main On/Off switch. Use this switch to turn the turtle "on" when you first get him, or "off" if you need to store him for extended periods.

On the back of the shell, the left button turns on the nightlight. The light will automatically shut off after 45 minutes. To turn the turtle back on, simply press the left "restart" button again.

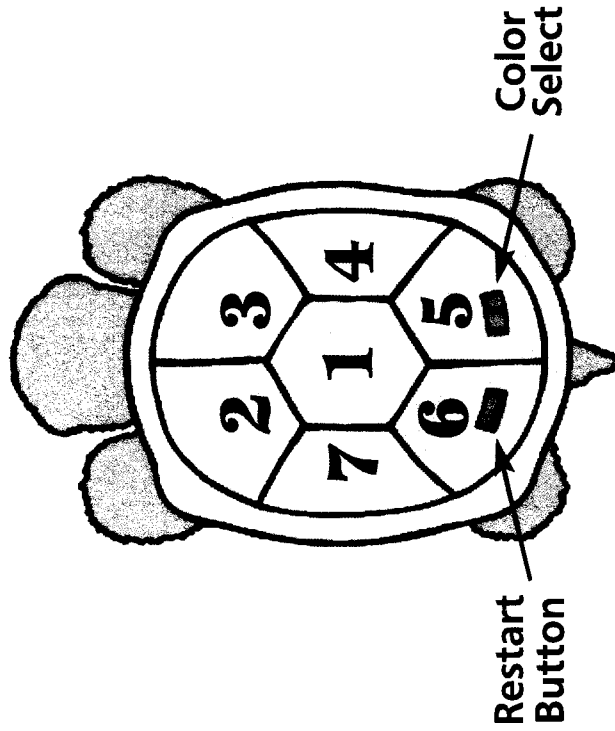
The switch on the right allows you to select the color of the star projection; either blue, green or amber.

Twilight Turtle uses 3 "AAA" size batteries (included) which can be replaced by removing the screws in the bottom battery door, under the Velcro flap. Please dispose of all batteries properly.



How to Find the Constellations

A constellation is a group of stars that look like a familiar image or shape. Identified and named over many thousands of years, the 88 constellations serve as recognizable markers for the skies.



Twilight Turtle's shell is divided into 7 different shell segments, shown above. Each constellation drawing has a corresponding number to help you find it on the turtle's shell and on the ceiling.

Colors and Meanings

Color has the ability to relieve tension and promote relaxation. Twilight Turtle projects the constellations in 3 soothing colors.

Blue

Blue has been shown to calm the mind and soothe the senses. We are surrounded by blue in nature, from the sky to the sea. It encourages relaxation and promotes sound sleep.

Green

Green is the color of life and renewal. Abundant in nature, green is symbolic of growth and the rebirth of spring. Green is thought to promote healing and rejuvenation.

Amber

Amber is the color of autumn and the setting sun. Like the glow of a campfire, amber radiates warmth, good cheer and peace.



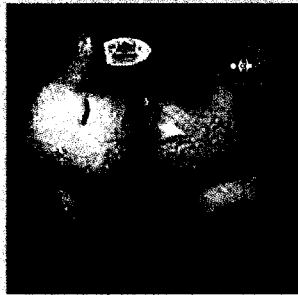
Use this certificate to officially adopt your Twilight Turtle:

Sleep Sheep & Friends

Soothing the Senses for Better Sleep

Sleep Sheep & Friends encountered unique childhood experiences which gave them special soothing powers.

Each plush animal soothes a different sense to help you and your little one sleep better.



Sleep Sheep Soothing Sounds

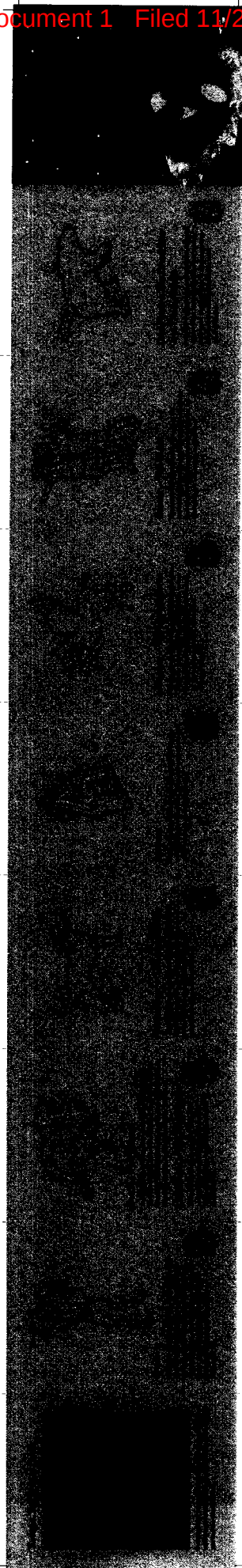
Soft, fluffy Sleep Sheep features 4 calming sounds to help soothe baby to sleep.



Lavender Lab Relaxing Scent

Lavender Labs' natural fragrance calms infant and adult alike, allowing them to achieve a sounder, more peaceful sleep.





The Story of Twilight Turtle

[illegible][illegible]

When one turns dry when they are
reached back, the large creek overflowed
and turned into three little streams.
The stream is not deep
in various different directions, but the fishes
could not. Baby turtle chose the middle stream
back to the pond.

"How do you know the right way to rap?" asked Pops Tunt. "We always work hard toward those stars that are the 4 purple, 4 blue Tuntz and pointing up at a group of 4."

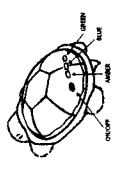
"You are absolutely right, my title 'Twelve Tuntz' proclaimed a round and happy other."

"Solar Twelve Tuntz helps pull on the knowledge and wisdom we came from his 3rd and 4th page before that."

How to Use Twilight Turtle

Turn One: The main on/off switch is located next to the battery door on the bottom of Turtle; turn switch on.

Diagram illustrating the location of the 'turn switch' (eye) during long periods of non-use. The diagram shows a cross-section of a turtle's head with labels: EYE, BLIND, AMBER, and ON/OFF. The eye is positioned near the blind spot, indicating its location during non-use.



Next, press the far left (on/off) button on the Turtle shell and the green light will turn on. The light will shut off automatically after 45 minutes. Simply repress button to restart the sleep timer.

of start that help divide the sky into recognizable shapes, images and patterns. Embedded in Twilight Turtle's shell are eight constellations which can be found with the help of this Star Guide (see reverse side).

Batteries: If illumination or projection is faint or becomes faint, replace batteries by removing the screws on the battery door. Twilight Turtle uses three "AA" batteries. Please observe all battery warnings on packaging. Batteries provided are for display use only.

Colors and Meanings

Cubel has the ability to relieve tension and promote relaxation. Twirlight Turb illuminates and projects the constellation across in three soothing colors specifically chosen to help comfort children to sleep. Choose a different soothing color each night!



Autumn is the color of autumn and the setting sun. Like the glow of a campfire, amber reflects warmth, good cheer and peace.



Green is the color of life and renewal. Abundant in nature, green is symbolic of growth and the rebirth of spring. Green is thought to promote healing and rejuvenation.

The Moon

Twilight Turtle projects a crescent moon on your ceiling.
Can you find it?



The Moon is a natural satellite that beautifully brightens the night sky. A little more than a quarter the size of Earth, the Moon can take on a crescent shape and different colors depending on its orbit around the Earth and how it reflects the light of the Sun.

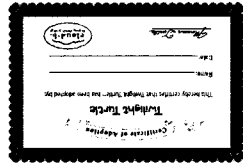


Exhibit B

EXHIBIT B

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Mauri A. Pallante

Register of Copyrights, United States of America

Registration Number
VA 1-836-814

Effective date of
registration:

September 17, 2012

Title

Title of Work: Twilight Turtle toy design

Completion/Publication

Year of Completion: 2004

Date of 1st Publication: July 1, 2005

Nation of 1st Publication: United States

Author

Author: CLOUD B, INC.

Author Created: 2-D artwork, sculpture, text

Work made for hire: Yes

Citizen of: United States

Domiciled in: United States

Copyright claimant

Copyright Claimant: CLOUD B, INC.

150 W. WALNUT STREET, SUITE 100, GARDENA, CA, 90248, United States

Rights and Permissions

Organization Name: CLOUD B, INC.

Name: Kathryn Ayshford Tyler

Email: ktyler@cloudb.com

Telephone: 310-781-3833

Address: 150 W. WALNUT STREET

SUITE 100

GARDENA, CA 90248 United States

Certification

Name: Kathryn Ayshford Tyler

Date: September 17, 2012

Applicant's Tracking Number: US-TT toy des

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Maura A. Pallante

Register of Copyrights, United States of America

Registration Number
VA 1-836-815

Effective date of
registration:
August 10, 2012

Title

Title of Work: TWILIGHT TURTLE STAR GUIDE

Completion/Publication

Year of Completion: 2005

Date of 1st Publication: September 8, 2005

Nation of 1st Publication: United States

Author

Author: CCloud B, Inc.

Author Created: text, 2-D artwork

Work made for hire: Yes

Citizen of: United States

Domiciled in: United States

Copyright claimant

Copyright Claimant: Cloud B, Inc.

150 W. Walnut Street, Suite 100, Gardena, CA, 90248, United States

Rights and Permissions

Organization Name: Cloud B, Inc.

Name: Kathryn Ayshford Tyler

Email: ktyler@cloudb.com

Telephone: 310-781-3833

Address: 150 W. Walnut Street

Suite 100

Gardena, CA 90248 United States

Certification

Name: Kathryn Ayshford Tyler

Date: August 10, 2012

Applicant's Tracking Number: TTSG

Correspondence: Yes



Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Maria A. Pallante

Register of Copyrights, United States of America

Registration Number
VA 1-836-809

**Effective date of
registration:**

August 15, 2012

Title

Title of Work: TWILIGHT TURTLE STORYBOOK

Completion/Publication

Year of Completion: 2010

Date of 1st Publication: May 1, 2010

Nation of 1st Publication: United States

Author

■ **Author:** CLOUD B, INC.

Author Created: text, 2-D artwork

Work made for hire: Yes

Citizen of: United States

Domiciled in: United States

Copyright claimant

Copyright Claimant: CLOUD B, INC.

150 W. Walnut Street, Suite 100, Gardena, CA, 90248, United States

Rights and Permissions

Organization Name: CLOUD B, INC.

Name: Kathryn Ayshford Tyler

Email: ktyler@cloudb.com

Telephone: 310-781-3833

Address: 150 W. Walnut Street

Suite 100

Gardena, CA 90248 United States

Certification

Name: Kathryn Ayshford Tyler

Date: August 15, 2012

Applicant's Tracking Number: TT storybook

Correspondence: Yes

